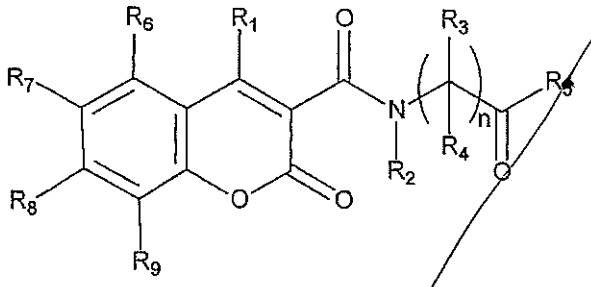
What is claimed is:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt, solvate, chelate, non-covalent complex, or prodrug thereof, wherein:

n is 1, 2, 3, 4, 5, or 6;

R_1 is OH, SH, NR_3R_4, $NHC(O)R_2$, $NHSO_2R_2$ or sulfonyl;

R_2 is H, lower alkyl or substituted lower alkyl;

R_3 and R_4 are each independently H, lower alkyl, substituted lower alkyl, lower haloalkyl, substituted lower haloalkyl; or at least one pair of R_3 and R_4, together with the same carbon atom to which they are attached, may join to form a 3 to 6 membered ring or a substituted 3 to 6 membered ring;

R_5 is OH, SH, NH_2, lower alkyl, substituted lower alkyl, lower alkoxy, substituted lower alkoxy, or sulfanyl;

each of R_6, R_7, R_8 and R_9 is independently H, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, NR_3R_4, C(O)OH, OR_{12}, SR_{12}, SO_2R_{12}, CN, NO_2, halo, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heteroarylalkyl, substituted heteroarylalkyl, heterocycloalkyl, substituted heterocycloalkyl, alkylsilyl, substituted alkylsilyl, alkynylsilyl, substituted alkynylsilyl, alkoxy, substituted alkoxy, alkoxycarbonyl, substituted alkoxycarbonyl, or $-X-R_{11}$; and at least one or more of adjacent pairs R_1 and R_6, R_6 and R_7, R_7 and R_8, and R_8 and R_9, may, together with the carbon atoms to which they are attached, join to form a 4 to 7 membered ring or a substituted 4 to 7 membered ring;

X is $-N(R_{10})-Y-$ or $-Y-N(R_{10})-$;

Y is C(O), SO_2, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene, or substituted alkynylene;

R_{10} is H, lower alkyl, or substituted lower alkyl;

R_{11} is H, heterocycloalkyl, substituted heterocycloalkyl, aryl, substituted aryl, heteroaryl, or substituted heteroaryl; and

R_{12} is H, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl or NR_3R_4.

2. The compound of claim 1, wherein R_1 is OH or SH.

3. The compound of claim 1, wherein R_1 is OH.

4. The compound of any one of claims 1-3, wherein R_2 is H or lower alkyl.

5. The compound of any one of claims 1-3, wherein R_2 is H.

6. The compound of any one of claims 1-5, wherein R_3 and R_4 are each independently H, lower alkyl, or lower haloalkyl.

7. The compound of any one of claims 1-5, wherein R_3 and R_4 are each independently H or lower alkyl.

8. The compound of any one of claims 1-5, wherein R_3 and R_4 are each H.

9. The compound of any one of claims 1-8, wherein R_5 is OH, SH, NH_2, or lower alkoxy.

10. The compound of any one of claims 1-8, wherein R_5 is OH.

11. The compound of any one of claims 1-10, wherein at least one of R_6, R_7, R_8 and R_9 is halo or a moiety substituted with at least one halo.

12. The compound of any one of claims 1-10, wherein at least one of R_6, R_7, R_8 and R_9 is independently alkoxy or substituted alkoxy.

13. The compound of any one of claims 1-10, wherein at least one of R_6, R_7, R_8 and R_9 is independently aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, or substituted heterocycloalkyl.

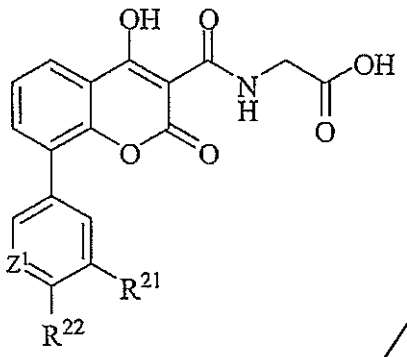
14. The compound of any one of claims 1-13, wherein at least one of R_8 and R_9 is independently substituted aryl or substituted heteroaryl.

15. The compound of any one of claims 1-14, wherein at least one of R_8 and R_9 is independently substituted phenyl or substituted pyridyl.

16. The compound of any one of claims 1-14, wherein at least one of R_8 and R_9 is phenyl and substituted with halogen, alkyl, haloalkyl, alkoxy, or haloalkoxy at the para- and/or meta-position.

17. The compound of any one of claims 1-14, wherein at least one of R_8 and R_9 is pyridyl and substituted with halogen, alkyl, haloalkyl, alkoxy, or haloalkoxy at the para- and/or meta-position.

18. The compound of claim 1, wherein the compound is a compound of Formula II:



II

wherein:

R^{21} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

R^{22} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

Z^1 is N or CR^{23}; and R^{23} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, and lower haloalkoxy;

provided that at least one of R^{21} and R^{22} and R^{23} (if present) is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

19. The compound of claim 18, wherein Z^1 is CR^{23}.

20. The compound of claim 18 or 19, wherein R^{21} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

21. The compound of claim 18 or 19, wherein R^{22} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

22. The compound of claim 18, wherein Z^1 is CR^{23}; R^{23} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

23. The compound of claim 18, wherein Z^1 is CR^{23}; one of R^{21}, R^{22}, and R^{23} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other two of R^{21}, R^{22}, and R^{23} are each H.

24. The compound of claim 18, wherein Z^1 is CR^{23}; one of R^{21} and R^{23} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{21} and R^{23} is H.

25. The compound of claim 24, wherein R^{22} is H.

26. The compound of claim 18, wherein Z^1 is CR^{23}; two of R^{21}, R^{22}, and R^{23} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{21}, R^{22}, and R^{23} is H.

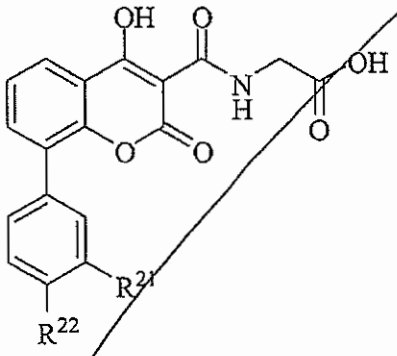
27. The compound of claim 26, wherein R^{22} is H.

28. The compound of claim 18, wherein Z^1 is CR^{23}; R^{21}, R^{22}, and R^{23} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

29. The compound of claim 18, wherein Z^1 is N.

30. The compound of claim 29, wherein one of R^{21} and R^{22} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other of R^{21} and R^{22} is H.

31. The compound of claim 18, wherein the compound is of Formula IIa:



IIa

wherein:

R^{21} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and

R^{22} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{21} and R^{22} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

32. The compound of claim 31, wherein R^{21} is H; and R^{22} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

33. The compound of claim 31, wherein R^{21} is H; and R^{22} is lower alkyl or lower haloalkyl.

34. The compound of claim 33, wherein R^{22} is methyl or C_{1-2} haloalkyl.

35. The compound of claim 33, wherein R^{22} is methyl or ethyl.

36. The compound of claim 31, wherein R^{22} is H; and R^{21} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

37. The compound of claim 31, wherein R^{22} is H; and R^{21} is lower alkyl or lower haloalkyl.

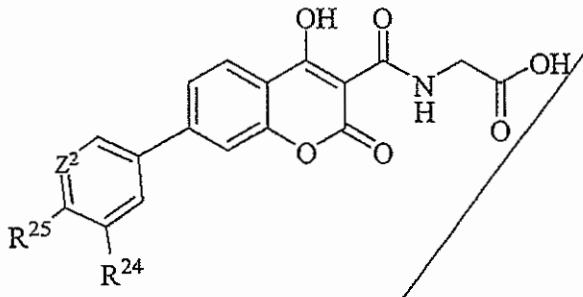
38. The compound of claim 37, wherein R^{21} is methyl or C_{1-2} haloalkyl.

39. The compound of claim 37, wherein R^{21} is methyl or ethyl.

40. The compound of claim 31, wherein R^{21} and R^{22} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, ord lower haloalkoxy.

41. The compound of claim 31, wherein R^{21} and R^{22} are each independently C_{1-2} alkyl or C_{1-2} haloalkyl.

42. The compound of claim 1, wherein the compound is of Formula III:



III

wherein:

R^{24} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

R^{25} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

Z^2 is N or CR^{26}; and R^{26} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{24} and R^{25} and R^{26} (if present) is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

43. The compound of claim 42, wherein Z^2 is CR^{26}.

44. The compound of claim 42 or 43, wherein R^{24} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

45. The compound of any one of claims 42-44, wherein R^{25} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

46. The compound of any one of claims 42-45, wherein Z^2 is CR^{26}; R^{26} is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

47. The compound of claim 42, wherein Z^2 is CR^{26}; one of R^{24}, R^{25}, and R^{26} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other two of R^{24}, R^{25}, and R^{26} are each H.

48. The compound of claim 42, wherein Z^2 is CR^{26}; one of R^{24} and R^{26} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{24} and R^{26} is H.

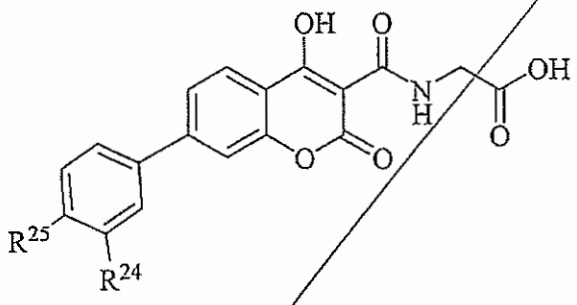
49. The compound of claim 42, wherein Z^1 is CR^{26}; two of R^{24}, R^{25}, and R^{26} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{24}, R^{25}, and R^{26} is H.

50. The compound of claim 42, wherein Z^2 is CR^{26}; R^{24}, R^{25}, and R^{26} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

51. The compound of any one of claims 42, 44 or 45, wherein Z^2 is N.

52. The compound of claim 51, wherein one of R^{24} and R^{25} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other of R^{24} and R^{25} is H.

53. The compound of claim 42, wherein the compound is of Formula IIIa



IIIa

wherein:

R^{24} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and

R^{25} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{24} and R^{25} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

54. The compound of claim 53, wherein R^{24} is H; and R^{25} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

55. The compound of claim 54, wherein R^{25} is methyl and C_{1-2} haloalkyl.

56. The compound of claim 53, wherein R^{25} is H; and R^{24} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

57. The compound of claim 56, wherein R^{24} is methyl or C_{1-2} haloalkyl.

58. The compound of claim 53, wherein R^{24} and R^{25} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

59. The compound of claim 1, wherein the compound is:

2-(4-hydroxy-2-oxo-7-phenyl-2H-chromene-3-carboxamido)acetic acid;

2-(7-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic

acid;

2-(4-hydroxy-2-oxo-7-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-m-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-p-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-phenyl-2H-chromene-3-carboxamido)acetic acid;

2-(8-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-8-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-8-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-m-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-p-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(6-methoxypyridin-3-yl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(pyridin-4-yl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(pyridin-3-yl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-phenoxy-2H-chromene-3-carboxamido)acetic acid;

2-(7-bromo-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-bromo-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(6-bromo-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid; or

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid.

60. A pharmaceutical composition comprising a pharmaceutically acceptable excipient, adjuvant or carrier, and a therapeutically effective amount of a compound of any one of Claims 1-59.

61. The pharmaceutical composition of claim 60, further comprising an erythropoiesis stimulating agent or a chemotherapeutic agent.

62. The pharmaceutical composition of claim 60, wherein the compound of any one of claims 1-59 is present in an amount effective for use in the treatment of ischemia, anemia, wound healing, auto-transplantation, allo-transplantation, xeno-transplantation, systemic high blood pressure, thalassemia, diabetes, cancer, an inflammatory disorder, or a combination thereof.

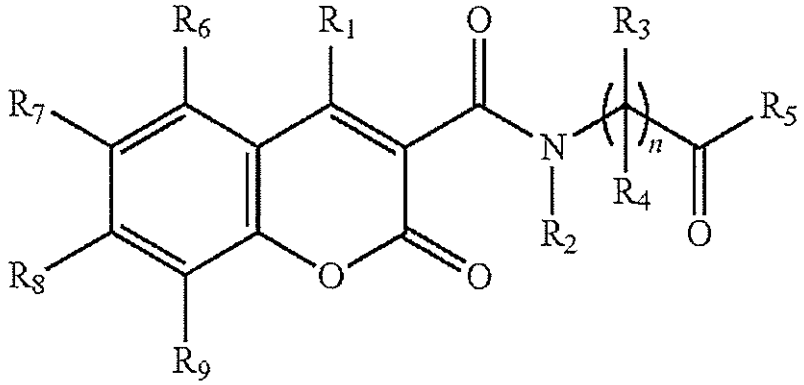
63. The pharmaceutical composition of claim 60, wherein the compound of any one of claims 1-59 is present in an amount effective for use in the treatment of a disease, disorder, or condition associated with the HIF level or HIF activity.

64. Use of a compound of any one of claims 1-59 in the manufacture of a medicament for the treatment of a disease, disorder, or condition associated with the HIF level or HIF activity.

65. Use of a compound of any one of claims 1-59 in the manufacture of a medicament for the treatment of a disease, disorder, or condition which is ischemia, anemia, wound healing, auto-transplantation, allo-transplantation, xeno-transplantation, systemic high blood pressure, thalassemia, diabetes, cancer, an inflammatory disorder, or a combination thereof.

What is claimed is:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

n is 1;

R_1 is OH;

R_2 and R_3 are each H;

R_4 is H or unsubstituted alkyl;

R_5 is OH or lower alkoxy;

R_6 and R_7 are each H;

R_8 is heteroaryl, substituted heteroaryl, phenyl or phenyl substituted by halogen alkyl, alkoxy, haloalkyl, or haloalkoxy and R_9 is H; or R_8 is H and R_9 is substituted phenyl.

2. The compound of claim **1**, wherein R_3 and R_4 are each H.

3. The compound of claim **1**, wherein R_5 is OH.

4. The compound of claim **1**, wherein at least one of R_8 and R_9 is halo or a moiety substituted with at least one halo.

5. The compound of claim **1**, wherein at least one of R_8 and R_9 is aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocycloalkyl, and substituted heterocycloalkyl.

6. The compound of claim **1**, wherein at least one of R_8 and R_9 is substituted aryl, or substituted heteroaryl.

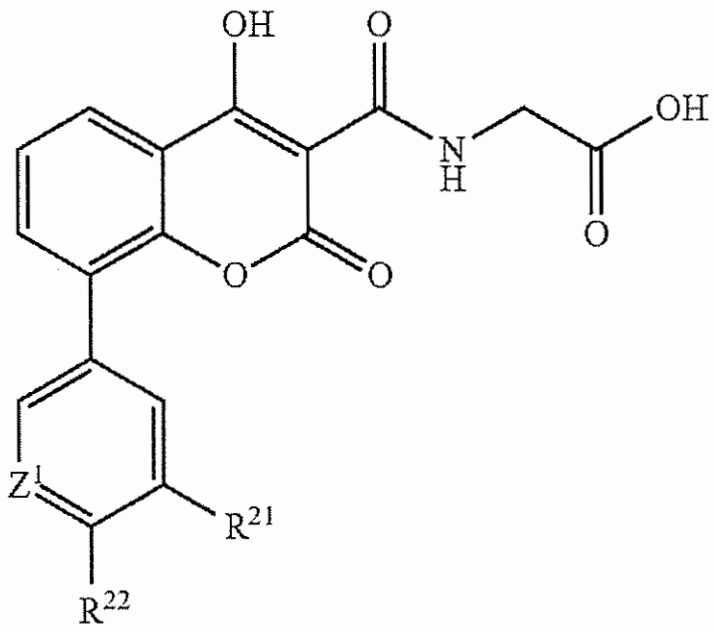
7. The compound of claim **1**, wherein at least one of R_8 and R_9 is substituted phenyl or substituted pyridyl.

8. The compound of claim **1**, wherein at least one of R_8 and R_9 is phenyl and substituted with halogen, alkyl, haloalkyl, alkoxy, or haloalkoxy at the para- and/or meta-position.

9. The compound of claim **1**, wherein R_8 is pyridyl substituted with halogen, alkyl, haloalkyl, alkoxy, or haloalkoxy at the para- and/or meta-position.

10. The compound of claim **1**, wherein the compound is of Formula II:

II



wherein:

R^{21} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

R^{22} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

Z^1 is CR^{23}; and R^{23} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{21} and R^{22} and R^{23} (if present) is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

11. The compound of claim **10**, wherein each of R^{21}, R^{22}, and R^{23} (if present) is independently H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

12. The compound of claim **10**, wherein one of R^{21}, R^{22}, and R^{23} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other two of R^{21}, K^{22}, and R^{23} are both H.

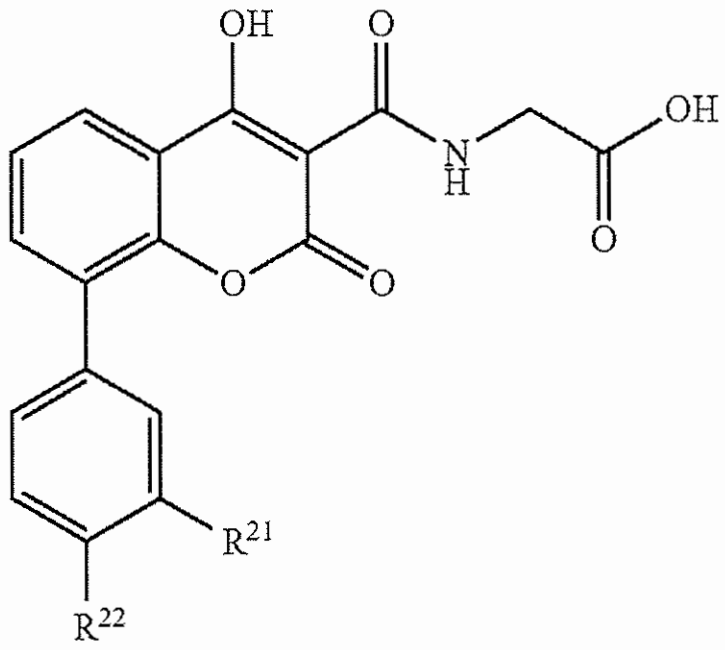
13. The compound of claim **10**, wherein one of R^{21} and R^{23} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{21} and R^{23} is H; R^{22} is H.

14. The compound of claim **10**, wherein two of R^{21}, R^{22}, and R^{23} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, and lower haloalkoxy; and the other one of R^{21}, R^{22}, and R^{23} is H.

15. The compound of claim **10**, wherein R^{21}, R^{22}, and R^{23} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

16. The compound of claim **10**, wherein the compound is of Formula IIa:

IIa



wherein:

R^{21} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and

R^{22} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{21} and R^{22} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

17. The compound claim **16**, wherein R^{21} is H; and R^{22} is lower alkyl or lower haloalkyl.

18. The compound of claim **16**, wherein R^{21} is H; and R^{22} is C_{1-3} alkyl or C_{1-3} haloalkyl.

19. The compound of claim **18**, wherein R^{22} is methyl or C_{1-2} haloalkyl.

20. The compound of claim **18**, wherein R^{22} is methyl or ethyl.

21. The compound of claim **16**, wherein R^{22} is H; and R^{21} is lower alkyl or lower haloalkyl.

22. The compound of claim **16**, wherein R^{21} and R^{22} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

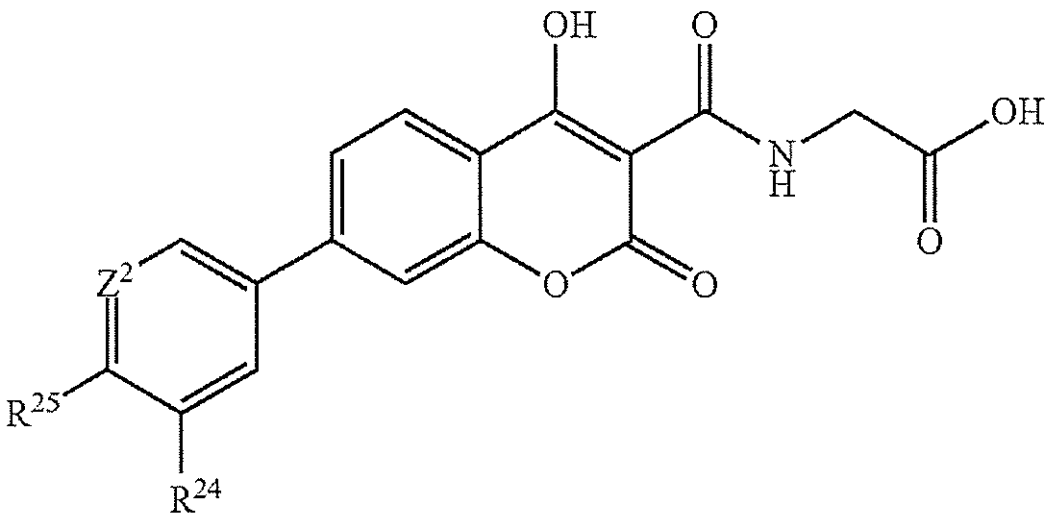
23. The compound of claim **16**, wherein R^{21} is methyl or ethyl.

24. The compound of claim **16**, wherein R^{21} is methyl or C_{1-2} haloalkyl.

25. The compound of claim **16**, wherein R^{21} and R^{22} are each independently C_{1-2} alkyl or C_{1-2} haloalkyl.

26. The compound of claim **1**, wherein the compound of Formula III:

III



wherein:

R^{24}; and R^{25} are each independently H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

Z^2 is N or CR^{26}; and

R^{26} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{24} and R^{25} and R^{26} (if present) is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

27. The compound of claim **26**, wherein Z^2 is CR^{26}.

28. The compound of claim **26**, wherein each of R^{24}, R^{25}, and R^{26} (if present) is H, Cl, F, methyl, ethyl, trifluoromethyl, methoxy, ethoxy, or trifluoromethoxy.

29. The compound of claim **26**, wherein Z^2 is CR^{26}; one of R^{24}, R^{25}, and R^{26} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other two of R^{24}, R^{25}, and R^{26} are both H.

30. The compound of claim **26**, wherein Z^2 is CR^{26}; one of R^{24} and R^{26} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{24} and R^{26} is H; and R^{25} is H.

31. The compound of claim **26**, wherein Z^1 is CR^{26}; two of R^{24}, R^{25}, and R^{26} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other one of R^{24}, R^{25}, and R^{26} is H.

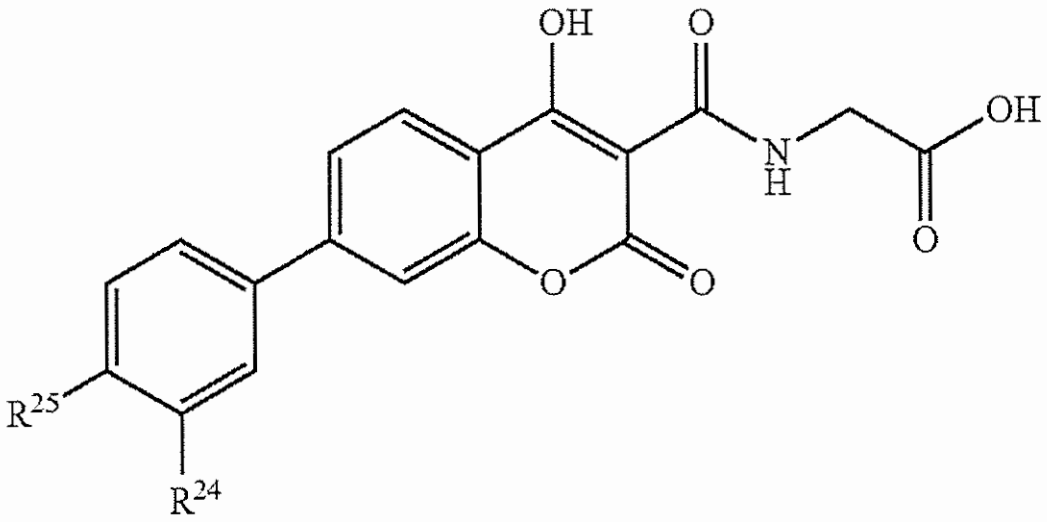
32. The compound of claim **26**, wherein Z^2 is CR^{26}; R^{24}, R^{25}, and R^{26} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

33. The compound of claim **26**, wherein Z^2 is N.

34. The compound of claim **26**, wherein Z^2 is N; one of R^{24} and R^{25} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and the other of R^{24} and R^{25} is H.

35. The compound of claim **26**, wherein the compound is of Formula IIIa

IIIa



wherein:

R^{24} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy; and R^{25} is H, halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy;

provided that at least one of R^{24} and R^{25} is halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

36. The compound of claim **35**, wherein R^{24} is H; and R^{25} is lower alkyl or lower haloalkyl.

37. The compound of claim **35**, wherein R^{24} is H; and R^{25} is C_{1-3} alkyl or C_{1-3} haloalkyl.

38. The compound of claim **37**, wherein R^{25} is methyl and C_{1-2} haloalkyl.

39. The compound of claim **37**, wherein R^{25} is methyl or ethyl.

40. The compound of claim **35**, wherein R^{25} is lower alkyl or lower haloalkyl.

41. The compound of claim **35**, wherein R^{24} is methyl or C_{1-2} haloalkyl.

42. The compound of claim **35**, wherein R^{24} is methyl or ethyl.

43. The compound of claim **35**, wherein R^{24} and R^{25} are each independently halogen, lower alkyl, lower haloalkyl, lower alkoxy, or lower haloalkoxy.

44. The compound of claim **35**, wherein R^{24} and R^{25} are each independently C_{1-2} alkyl or C_{1-2} haloalkyl.

45. The compound of claim **1**, wherein the compound is:

2-(4-hydroxy-2-oxo-7-phenyl-2H-chromene-3-carboxamido)acetic acid;

2-(7-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(7-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(7-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(7-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-7-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-7-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-m-tolyl-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-p-tolyl-2H-chromene-3-carboxamido)acetic acid;
2-(8-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(8-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(8-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(8-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-8-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-8-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-m-tolyl-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-8-p-tolyl-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-7-(6-methoxypyridin-3-yl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(pyridin-4-yl)-2H-chromene-3-carboxamido)acetic acid;
2-(4-hydroxy-2-oxo-7-(pyridin-3-yl)-2H-chromene-3-carboxamido)acetic acid;

or

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid.

46. A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient, adjuvant or carrier, and a therapeutically effective amount of a compound of claim **1**.

47. The pharmaceutical composition of claim **46**, wherein the compound of claim **1** is:

2-(4-hydroxy-2-oxo-7-phenyl-2H-chromene-3-carboxamido)acetic acid;

2-(7-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(7-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-m-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-p-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(8-(2-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(4-chlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(4-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(4-(trifluoromethoxy)phenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3,4-dichlorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(8-(3,4-difluorophenyl)-4-hydroxy-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-(3,4,5-trifluorophenyl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-8-(3-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-8-(4-methoxyphenyl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-m-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-8-p-tolyl-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-7-(6-methoxypyridin-3-yl)-2-oxo-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(pyridin-4-yl)-2H-chromene-3-carboxamido)acetic acid;

2-(4-hydroxy-2-oxo-7-(pyridin-3-yl)-2H-chromene-3-carboxamido)acetic acid;

or

2-(4-hydroxy-2-oxo-8-(3-(trifluoromethyl)phenyl)-2H-chromene-3-carboxamido)acetic acid.

48. The pharmaceutical composition of claim **46**, further comprising an erythropoiesis stimulating agent or a chemotherapeutic agent.

49. The pharmaceutical composition of claim **46**, wherein the compound of claim **1** is present in an amount effective for the treatment of diabetes, cancer, ischemia, anemia, or thalassemia.

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